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BEFORE THE ARIZONA CORPORATION COMMISSION

2011 OCT 31 P 4:26

GARY PIERCE
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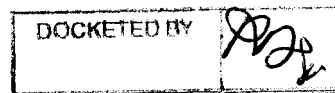
Arizona Corporation Commission

DOCKETED

SANDRA D. KENNEDY
Commissioner

OCT 31 2011

BRENDA BURNS
Commissioner



IN THE MATTER OF THE APPLICATION)
OF ZAYO GROUP, LLC FOR A FINANCING)
ORDER AUTHORIZING VARIOUS)
FINANCING TRANSACTIONS)

DOCKET NO. T-20783A-11-0371

NOTICE OF FILING
AFFIDAVIT OF PUBLICATION

Zayo Group, LLC ("Applicant") files the attached Affidavit of Publication published on October 18, 2011, in The Arizona Republic by which the Applicant gave public notice of its Application in this matter.

RESPECTFULLY SUBMITTED this 31st day of October 2011.

LEWIS AND ROCA LLP

Michael T. Hallam
40 North Central Avenue
Phoenix, AZ 85004

Attorneys for Zayo Group, LLC

Original and 13 copies of the foregoing
filed this 31st day of October, 2011 with:

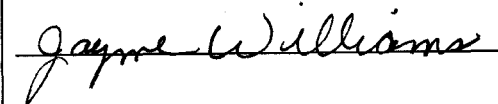
Docket Control
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Copy of the foregoing hand-delivered
this 31st day of October, 2011 to:

Lyn Farmer, Esq.
Chief Administrative Law Judge
Hearing Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Janice Alward, Esq.
Chief Counsel, Legal Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007

Mr. Steven M. Olea
Director, Utilities Division
Arizona Corporation Commission
1200 West Washington Street
Phoenix, Arizona 85007



THE ARIZONA REPUBLIC

In the Matter of the Application of Zayo Group, LLC for a Financing Order T-201783A-11-0071

Zayo Group, LLC ("Zayo" or the "Company") filed an Application with the Arizona Commission ("Commission") on October 11, 2011, requesting approval to encumber its assets in Arizona in connection with proposed additional financing arrangements in an amount of up to \$355 million, which are being undertaken to fund Zayo's proposed acquisition of 360networks holdings (USA) Inc. ("360-Holdings"), and its subsidiaries, including 360networks (USA) Inc. ("360networks"). Pursuant to the Stock Purchase Agreement, dated as of October 6, 2011, Zayo will acquire all of the outstanding shares of 360-Holdings, and 360-Holdings will become a direct subsidiary of Zayo. 360networks will remain a direct subsidiary of 360-Holdings and, therefore, will become an indirect subsidiary of Zayo. Some or perhaps all of the additional financing is expected to be secured by a security interest in the assets of Zayo and its current and future subsidiaries.

The application is available for inspection during regular business hours at the office of the Company's legal counsel, Lewis and Roca LLP, 40 N. Central Avenue, Suite 1900, Phoenix, AZ 85004; at the office of the Commission located at 1200 W. Washington Street, Phoenix, Arizona 85007; and on the Internet via the Commission's website (www.azcc.gov) using the e-Docket function.

Intervention in the Commission's proceedings on the application shall be permitted to any person entitled by law to intervene and having a direct substantial interest in this matter. Persons desiring to intervene must file a Motion to Intervene with the Commission that must be served upon applicant and which, at a minimum, shall contain the following information:

1. The name, address and telephone number of the proposed intervenor and of any person upon whom service of documents is to be made if different than the intervenor.
2. A short statement of the proposed intervenor's interest in the proceeding.
3. Whether the proposed intervenor desires a formal evidentiary hearing on the application and the reasons for such a hearing.
4. A statement certifying that a copy of the Motion to Intervene has been mailed to Applicant.

The granting of Motions to Intervene shall be governed by A.A.G. R14-3-105, except that all Motions to Intervene must be filed on, or before, the 15th day after this notice.

Published: October 18, 2011

STATE OF ARIZONA
COUNTY OF MARICOPA } SS.

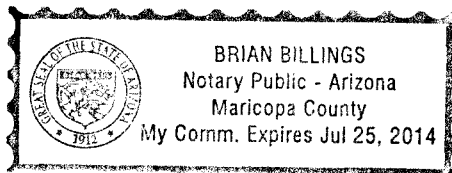
Mark Gilmore, being first duly sworn, upon oath deposes and says: That he is a legal advertising representative of the Arizona Business Gazette, a newspaper of general circulation in the county of Maricopa, State of Arizona, published at Phoenix, Arizona, by Phoenix Newspapers Inc., which also publishes The Arizona Republic, and that the copy hereto attached is a true copy of the advertisement published in the said paper on the dates as indicated.

The Arizona Republic

October 18, 2011

Mark Gilmore

Sworn to before me this
18TH day of
October A.D. 2011



Brian Billings
Notary Public